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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

RECORDATION NO. 23167-F FILED

FEB 12 '02

11-00 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

February 12, 2002

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Re: Amtrak Trust 99-A

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Memorandum of Lease of Railroad Equipment, dated February 12, 2002 a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease which was previously filed with the Board under Recordation Number 23167.

The names and addresses of the parties to the enclosed document are:

Lessor:	Wells Fargo Bank Northwest, National Association 79 South Main Street Salt Lake City, Utah 84111
Lessee:	National Railroad Passenger Corporation 60 Massachusetts Avenue, N.E. Washington, D.C. 20002

A description of the railroad equipment covered by the enclosed document is:

Five (5) rebuilt AEM-7 locomotives, AMTK 917, 921, 929, 938 and 941

23167-F 1/10

Mr. Vernon A. Williams
February 12, 2002
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Lease of Railroad Equipment

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anr
Enclosures

AMTRAK TRUST 99-A

MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT
(AMTRAK TRUST 99-A) dated February 12, 2002, between
WELLS FARGO BANK NORTHWEST, NATIONAL
ASSOCIATION, not in its individual capacity but solely as owner
trustee (the "Owner Trustee") (the "Lessor"), and NATIONAL
RAILROAD PASSENGER CORPORATION (also known as
Amtrak), a corporation organized under the Rail Passenger Service
Act and the laws of the District of Columbia (the "Lessee").
Capitalized terms used herein which are not defined herein shall
have their respective meanings ascribed thereto in the Lease
(referred to below).

SURFACE TRANSPORTATION BOARD

FEB 12 02 11-00 AM

RECORDATION NO. 23167-F FILED

WHEREAS, the Lessor and Lessee entered into that certain Lease of Railroad Equipment (Amtrak Trust 99-A) dated as of July 14, 1999 and Lease Supplement No. 4 thereto (the terms of each of which are incorporated herein by reference), covering the railroad equipment listed in Schedule I hereto and in the Lease Supplement No. 4, and all additions and alterations thereof, replacements thereof and substitutions therefor; and

WHEREAS, this memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together constituting only one such memorandum.

AMTRAK TRUST 99-A

IN WITNESS WHEREOF, the parties wish to show for the public record the ownership of the said railroad equipment by the Lessor, and the leasehold interest therein of Lessee, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

WELLS FARGO BANK NORTHWEST,
NATIONAL ASSOCIATION, not in its
individual capacity, but solely as Owner
Trustee

By: _____


Name: **Val T. Orton**
Title: **Vice President**

NATIONAL RAILROAD PASSENGER
CORPORATION

By: _____

Name: Dale M. Stein
Title: Treasurer

AMTRAK TRUST 99-A

IN WITNESS WHEREOF, the parties wish to show for the public record the ownership of the said railroad equipment by the Lessor, and the leasehold interest therein of Lessee, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

WELLS FARGO BANK NORTHWEST,
NATIONAL ASSOCIATION, not in its
individual capacity, but solely as Owner
Trustee

By: _____
Name:
Title:

NATIONAL RAILROAD PASSENGER
CORPORATION

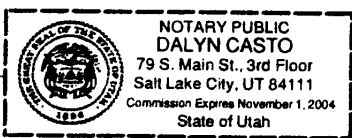
By: Dale M. Stein
Name: Dale M. Stein
Title: Treasurer

AMTRAK TRUST 99-A

STATE OF Utah)
COUNTY OF Salt Lake) ss.:

On this 11th day of February, 2002, before me personally appeared W. T. Orton, to me personally known, who, being by me duly sworn, says that he/she is the Vice President of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION that said instrument was signed on behalf of said national banking association by authority of its Board of Directors, and he/she acknowledges that the execution of the foregoing instrument was the free act and deed of said banking association.

Dalyn Casto
Notary Public

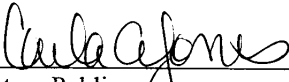


My Commission Expires: _____

AMTRAK TRUST 99-A

DISTRICT OF COLUMBIA) SS.:
)

On this 8th day of February, 2002, before me personally appeared Dale M. Stein, to me personally known, who being by me duly sworn, says that she is the Treasurer of NATIONAL RAILROAD PASSENGER CORPORATION, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and she acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

Carla A. Jones
Notary Public, District of Columbia
Commission Expires 04-30-2006

My Commission Expires: _____

AMTRAK TRUST 99-A

SCHEDULE I

DESCRIPTION OF EQUIPMENT

AMTRAK TRUST 99-A

<u>Description</u>	<u>Amtrak Equipment Numbers</u>
Rebuilt AEM-7 Locomotive	AMTK 917
Rebuilt AEM-7 Locomotive	AMTK 921
Rebuilt AEM-7 Locomotive	AMTK 929
Rebuilt AEM-7 Locomotive	AMTK 938
Rebuilt AEM-7 Locomotive	AMTK 941